

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
SONTERRA CAPITAL MASTER FUND, LTD.,
HAYMAN CAPITAL MANAGEMENT, L.P., and
CALIFORNIA STATE TEACHERS' RETIREMENT
SYSTEM, on behalf of themselves and all others
similarly situated,

Plaintiffs,

v.

UBS AG, UBS SECURITIES JAPAN CO. LTD.,
MIZUHO BANK, LTD., THE BANK OF
TOKYO-MITSUBISHI UFJ, LTD., THE SUMITOMO
TRUST AND BANKING CO., LTD., THE
NORINCHUKIN BANK, MITSUBISHI UFJ TRUST
AND BANKING CORPORATION, SUMITOMO
MITSUI BANKING CORPORATION, RESONA
BANK, LTD., J.P. MORGAN CHASE & CO., J.P.
MORGAN CHASE BANK, NATIONAL
ASSOCIATION, J.P. MORGAN SECURITIES PLC,
MIZUHO CORPORATE BANK, LTD., DEUTSCHE
BANK AG, DB GROUP SERVICES UK LIMITED,
MIZUHO TRUST AND BANKING CO., LTD., THE
SHOKO CHUKIN BANK, LTD., SHINKIN
CENTRAL BANK, THE BANK OF YOKOHAMA,
LTD., SOCIÉTÉ GÉNÉRALE SA, THE ROYAL
BANK OF SCOTLAND GROUP PLC, ROYAL BANK
OF SCOTLAND PLC, RBS SECURITIES JAPAN
LIMITED, BARCLAYS BANK PLC, BARCLAYS
PLC, BARCLAYS CAPITAL INC., CITIBANK, NA,
CITIGROUP, INC., CITIBANK, JAPAN LTD.,
CITIGROUP GLOBAL MARKETS JAPAN, INC.,
COÖPERATIEVE CENTRALE
RAIFFEISEN-BOERENLEENBANK B.A., HSBC
HOLDINGS PLC, HSBC BANK PLC, LLOYDS
BANKING GROUP PLC, LLOYDS BANK PLC, ICAP
PLC, ICAP EUROPE LIMITED, R.P. MARTIN
HOLDINGS LIMITED, MARTIN BROKERS (UK)
LTD., TULLETT PREBON PLC, BANK OF
AMERICA CORPORATION, BANK OF AMERICA,
N.A., MERRILL LYNCH INTERNATIONAL, AND
JOHN DOES NOS. 1-50,

Defendants.
-----X

Case No: 15-cv-5844 (GBD)

**DECLARATION OF BRUCE A.
ORTWINE**

I, Bruce A. Ortwine, declare the following:

1. I am the Senior Executive Vice President and General Counsel of Sumitomo Mitsui Trust Bank, Limited's ("SMTB") foreign branch office in New York. I submit this declaration in support of SMTB's motion to dismiss the plaintiffs' complaint for lack of personal jurisdiction. The facts stated herein are true to the best of my knowledge based on records maintained by SMTB in its regular course of business. Unless otherwise noted, the facts set forth in this declaration describe SMTB's business during the time period from January 1, 2006 until July 24, 2015 (the date the plaintiffs filed their complaint).

2. SMTB is a Japanese financial institution that is incorporated under the laws of Japan.

3. SMTB's headquarters are located at 1-4-1, Marunouchi, Chiyoda-ku, Tokyo 100-8233, Japan.

4. SMTB is a reference bank on the Euroyen TIBOR panel that was administered by the Japanese Bankers Association ("JBA") during the alleged class period (i.e., January 1, 2006 to June 30, 2011), and, effective April 1, 2014, administered by the *Ippan Shadan Hojin* JBA TIBOR Administration ("JBATA").

5. All SMTB employees and supervisors responsible for submitting Euroyen TIBOR rates to the JBA or JBATA work in Japan.

6. SMTB has an office in New York that serves as a foreign branch office of SMTB.¹

¹ In the complaint (§ 127), plaintiffs incorrectly allege that SMTB's foreign branch office is located at 527 Madison Avenue, New York, New York 10022. In November 2015, SMTB's foreign branch office was moved to 1251 Avenue of the Americas, New York, New York 10020.

7. SMTB was formerly known as, and sued herein as, The Sumitomo Trust & Banking Co., Ltd. ("STB"). As of April 1, 2012, The Chuo Mitsui Trust and Banking Company, Limited ("CMTB") merged into STB to form SMTB.

8. STB was a Japanese financial institution that was incorporated under the laws of Japan.

9. STB's headquarters were located at 4-5-33, Kitahama, Chuo-ku, Osaka 540-8639, Japan.

10. STB was a reference bank on the Euroyen TIBOR panel that was administered by the JBA until April 1, 2012, when it merged with CMTB to form SMTB.

11. All STB employees and supervisors responsible for submitting Euroyen TIBOR rates to the JBA worked in Japan.

12. STB had an office in New York that served as a foreign branch office of STB.

13. CMTB was a Japanese financial institution that was incorporated under the laws of Japan.

14. CMTB's headquarters were located at 3-33-1, Shiba, Minato-ku, Tokyo 106-6574, Japan.

15. CMTB was a reference bank on the Euroyen TIBOR panel that is administered by the JBA until March 31, 2010.

16. All CMTB employees and supervisors responsible for submitting Euroyen TIBOR rates to the JBA worked in Japan.

17. CMTB had an office in New York that served as a foreign representative office of CMTB.

18. All witnesses and documentary evidence potentially relevant to the plaintiff's allegations against SMTB and its predecessors, STB and CMTB, are located in Japan.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

Executed on this 25 day of January, 2016 in New York, New York.


Bruce A. Ortwine

SK 00179 0034 6990375